

Exhibit 1

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

Ref. Dkt. Nos. 1705, 1722, 1730, 1743, 1749,
1762, 1799 & 1800

**OMNIBUS ORDER APPROVING FINAL APPLICATIONS
OF COMMITTEE'S PROFESSIONALS**

Upon consideration of the final fee application (the “Final Fee Application”) of the Committee professionals (collectively the “Professionals”), a list of which is attached hereto as **Exhibit A**, retained by the Committee in these chapter 11 cases, for allowance of compensation and reimbursement of expenses on a final basis; and Direct Fee Review LLC (the “Fee Examiner”) having filed a final report (collectively, the “Fee Examiner’s Report”) with respect to each Professional; and it appearing to this Court that all of the requirements of sections 327, 328, 330, 331, and 503(b) of title 11 of the United States Code, as well as rule 2016 of the Federal Rules of Bankruptcy Procedure and rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware, have been satisfied; and it further appearing that the compensation earned and expenses incurred were reasonable and necessary; and that the notice of the Final Fee Application was appropriate; and the Fee Examiner having no objection to the relief requested

¹ The last four digits of Franchise Group, Inc.’s federal tax identification number are 1876. The mailing address for Franchise Group, Inc. is 2371 Liberty Way, Virginia Beach, Virginia 23456. The term “Reorganized Debtors” includes Franchise Group, Inc. and certain reorganized debtor affiliates, a complete list of which, including the last four digits of their federal tax identification numbers and addresses, may be obtained on the website of the Reorganized Debtors’ claims and noticing agent, at <https://cases.ra.kroll.com/FRG/>. All of the motions, contested matters, and adversary proceedings that remained open as of the closing of any of the Reorganized Debtors’ cases, or that are opened after the date thereof, are administered in the remaining chapter 11 case of Franchise Group, Inc., Case No. 24-12480 (LSS).

herein, as certain of the Professionals have voluntarily reduced their fees or expenses or reached the agreements memorialized in the Fee Examiner's Report, as applicable; and after due deliberation and sufficient good cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Final Fee Application is hereby APPROVED, on a final basis, with respect to the amounts set forth on **Exhibit A**, attached hereto.
2. The Professionals are granted a final allowance of compensation in the amounts set forth on **Exhibit A**, attached hereto.
3. The Professionals are granted, on a final basis, reimbursement of reasonable and necessary expenses in the amounts set forth on **Exhibit A**, attached hereto.
4. The Debtors are authorized and directed, as provided herein, to remit, or cause to be remitted, payment to the Professionals in the amounts set forth on **Exhibit A**, attached hereto, less any and all amounts previously paid on account of such fees and expenses.
5. This Order shall be deemed a separate order for each Professional and the appeal of any order with respect to any Professional shall have no effect on the authorized fees and expenses of any other Professional.
6. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

EXHIBIT A

Franchise Group, Inc.
Case No. 24-12480 (LSS)
Summary of Committee Professionals' Final Fee Applications

Professional & Role in Case	Final Compensation Period & Docket No.	Final Fee Request	Fee Examiner's Recommended Fee Adjustment	Final Expense Request	Fee Examiner's Expense Adjustments	Final Fees Approved	Final Expenses Approved
Pachulski Stang Ziehl & Jones LLP <i>Counsel to the Committee</i>	11/21/24 – 6/30/25 Dkt. No. 1730	\$5,058,739.50 ¹	\$4,900.00	\$68,735.55	\$100.00	\$5,053,839.50	\$68,635.55
Perella Weinberg <i>Investment Banker to the Committee</i>	11/26/24 – 6/2/25 Dkt. No. 1743	\$5,570,416.67	\$0.00	\$152,065.91	\$0.00	\$5,570,416.67	\$152,065.91
Province, LLC <i>Financial Advisor to the Committee</i>	11/21/24 – 6/30/25 Dkt. No. 1749	\$3,972,420.50 ²	\$5,831.00	\$1,712.19	\$0.00	\$3,966,589.50	\$1,712.19
Back Bay Management Corporation and its Division, the Michel- Shaked Group <i>Expert Witness Services to the Committee</i>	3/17/25 – 4/30/25 Dkt. No. 1705	\$944,955.50 ³	\$0.00	\$6,586.11	\$0.00	\$944,955.50	\$6,586.11

¹ This amount includes an estimated amount of \$20,000 for additional time and expenses incurred in connection with the final fee applications after June 30, 2025.

² This amount includes an estimated amount of \$10,000 for fees incurred after the effective date.

³ This amount includes an estimated amount of \$7,500 for the preparation and prosecution of the final fee application.